

**641—201.23(135,75GA,ch158) Application.**

**201.23(1) *Disclosure.*** An application for approval must include, to the extent applicable, disclosure of the following:

- a.* A descriptive title;
- b.* A table of contents;
- c.* Exact names of each party to the application and the address of the principal business office of each party;
- d.* The name, address, and telephone number of the persons authorized to receive notices and communications with respect to the application;
- e.* A verified statement by a responsible officer of each party to the application attesting to the accuracy and completeness of the enclosed information;
- f.* Background information relating to the proposed arrangement, including:
  - (1) A description of the proposed arrangement, including a list of any services or products that are the subject of the proposed arrangement;
  - (2) An identification of any tangential services or products associated with the services or products that are the subject of the proposed arrangement;
  - (3) A description of the geographic territory involved in the proposed arrangement;
  - (4) If the geographic territory described in subparagraph 201.23(1) “f”(3) is different from the territory in which the applicants have engaged in the type of business at issue over the last five years, a description of how and why the geographic territory differs;
  - (5) Identification of all products or services that a substantial share of consumers would consider substitutes for any service or product that is the subject of the proposed arrangement;
  - (6) Identification of whether any services or products of the proposed arrangement are currently being offered, capable of being offered, utilized, or capable of being utilized by other providers or purchasers in the geographic territory described in subparagraph 201.23(1) “f”(3);
  - (7) Identification of the steps necessary, under current market and regulatory conditions, for other parties to enter the territory described in subparagraph 201.23(1) “f”(3) and compete with the applicant;
  - (8) A description of the previous history of dealings between the parties to the application;
  - (9) A detailed explanation of the projected effects, including expected volume, change in price, and increased revenue, of the arrangement on each party’s current businesses, both generally as well as the aspects of the business directly involved in the proposed arrangement;
  - (10) The present market share of the parties to the application and of others affected by the proposed arrangement, and projected market shares after implementation of the proposed arrangement; and
  - (11) A statement of why the projected levels of cost, access, or quality could not be achieved in the existing market without the proposed arrangement.
- g.* A detailed explanation of how the transaction will affect cost, access, and quality. The explanation must address the factors in paragraphs 201.26(2) “b” to “d” to the extent applicable.

**201.23(2) *Administrative bulletin notice.*** In addition to the disclosures required in subrule 201.23(1), the application must contain a written description of the proposed arrangement for purposes of publication in the Iowa Administrative Bulletin. The notice must include sufficient information to advise the public of the nature of the proposed arrangement and to enable the public to provide meaningful comments concerning the expected results of the arrangement. The notice must also state that any person may provide written comments to the department, with a copy to the applicant, within 20 days of the notice’s publication. The department shall approve the notice before publication. If the department determines that the submitted notice does not provide sufficient information, the department may amend the notice before publication and may consult with the applicant in preparing the amended notice. The department shall not publish an amended notice without the applicant’s approval.

**201.23(3) *Multiple parties to proposed arrangement.*** For a proposed arrangement involving multiple parties, one joint application shall be submitted on behalf of all parties to the arrangement.

**201.23(4)** *Department's authority to refuse to review.*

*a.* If the department determines that an application is unclear, incomplete, or provides an insufficient basis on which to base a decision, the department may return the application. The applicant may complete or revise the application and resubmit it.

*b.* If, upon review of the application and upon advice from the attorney general, the department concludes that the proposed arrangement does not present any potential for liability under the state or federal antitrust laws, the department may decline to review the application, and so notify the applicant.

*c.* The department may decline to review any application relating to arrangements already in effect before the submission of the application. However, the department shall review any application if the review is expressly provided for in a settlement agreement entered into by the applicant and the attorney general before the enactment of these rules.

**201.23(5)** *Department's authority to extend time limit.* Upon the showing of good cause, the department may extend any of the time limits stated in rules 201.23(135,75GA,ch158) and 201.24(135,75GA,ch158) at the request of the applicant or another person.